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Attorneys for the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
	DELPHI CORPORATION, et al.,)	Case No. 05-44481 (RDD)
	Debtors.)	
)	Jointly Administered

NOTICE OF WITHDRAWAL OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18968 OF LATHAM & WATKINS LLP SUBMITTED AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

PLEASE TAKE NOTICE that Latham & Watkins LLP, counsel for the official committee of unsecured creditors in the above-captioned chapter 11 cases, hereby withdraws its administrative expense claim against Delphi Corporation, *et al.* for outstanding fees and out-of-pocket expenses incurred from January 26, 2008 through June 1, 2009 in the amount of \$482,272.91, Claim Number 18968, because it has been paid in full on account of such claim. The claim was initially submitted pursuant to this Court's June 16, 2009 *Order* (*A*)(*I*) *Approving Modifications to Debtors' First Amended Plan of Reorganization (as Modified) and Related Disclosures and Voting Procedures and (II) Setting Final Hearing Date to Consider*

Modifications to Confirmed First Amended Plan of Reorganization and (B) Setting

Administrative Expense Claims Bar Date and Alternative Transaction Hearing Date and received by Delphi Corporation, et al. on July 15, 2009.

Dated: New York, New York April 2, 2010 LATHAM & WATKINS LLP

By: /s/ Robert J. Rosenberg
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Pg 3 of 6						
United States Bankruptcy Court Southern District of New York	Administrative Expense Claim					
Delphi Corporation et al. Claims Processing c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue El Segundo, California 90245	Form					
Debtor against which claim is asserted: Delphi Corporation, et al. 05-444481	Case Name and Number In re Delphi Corporation, et al. 05-44481 Chapter 11, Jointly Administered					
NOTE: This form should not be used to make a claim in connection with a request for payment for goods or services provided to the Debtors prior to the commencement of the case. This Administrative Expense Claim Request form is to be used solely in connection with a request for payment of an administrative expense arising after commencement of the case but prior to June 1, 2009, pursuant to 11 U.S.C. § 503.						
Name of Creditor (The Person or other entity to whom the debtor owes money or property) Latham & Watkins LLP	Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.					
Name and Address Where Notices Should be Sent Robert J. Rosenberg Mark A. Broude	Check box if you have never received any notices from the bankruptcy court in this case.					
Michael J. Riela 885 Third Avenue New York, NY 10022	☐ Check box if the address differs from the	Claim #18968 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)				
Telephone No. (212) 906-1200	address on the envelope sent to you by the court.	THIS SPACE IS FOR COURT USE ONLY				
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:	Check here if this claim replaces a previou	usly filed claim, dated:				
BASIS FOR CLAIM Goods sold Services performed Money loaned Personal injury/wrongful death Taxes	Retiree benefits as defined in 11 U.S.C. § 1114 Wages, salaries, and compensation (Fill out be Your social security number Unpaid compensation for services performed from					
☐ Taxes ☐ Other (Describe briefly)	(date) (date)					
2. DATE DEBT WAS INCURRED January 26, 2008 through June 1, 2009	3. IF COURT JUDGMENT, DATE OBTAINED):				
4. TOTAL AMOUNT OF ADMINISTRATIVE CLAIM: \$482,272.91 (This amount reflects only the fees and out-of-pocket expenses Latham & Watkins LLP (" <u>Latham</u> ") incurred from January 26, 2008 through June 1, 2009 that have not yet been paid by the Debtors. During this period, Latham incurred a total of \$4,398,548.75 of fees and out-of-pocket expenses, all of which except the amount reflected above have been paid. Latham's fees and out-of-pocket expenses incurred prior to January 26, 2008 will be subject to allowance by the Court through the final fee application process.) ☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.						
5. Brief Description of Claim (attach any additional information): Latham & Watkins LLP ("Latham"), counsel to the Official Committee of Unsecured Creditors appointed in these chapter 11 cases (the "Committee"), submits this Administrative Expense Claim Form on account of the fees and out-of-pocket expenses incurred between January 26, 2008 and June 1, 2009 in connection with its representation of the Committee in these chapter 11 cases.						
6. CREDITS AND SETOFFS: The amount of all navments on this claim has making this proof of claim.	btor.	THIS SPACE IS FOR COURT USE ONLY				
7. SUPPORT DOCUMENT itemized statements of run-ORIGINAL DOCUMENT Any attachment must be 8- No copy to return beginning to the statement of th	ed envelope NOT SEND	RECEIVED				
8. DATE-STAMPED COPY envelope and copy of this proot of claim.	d, self-addressed	JUL 15 2009				
Date: Sign and against the same addition of the	· · · · · · · · · · · · · · · · · · ·	RTZMAN CARSON CONSULTANTS				
July 13, 2009 claim (attach copy of power of attorney, if an	e creditor or other person authorized to file this y)					
Robert 3. Ruserberg P	aring					



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Direct Dial: (212) 906-1748 lauren.gaskill@lw.com

LATHAM & WATKINS LLP

July 14, 2009

VIA FEDEX

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Re:

Delphi Corporation et al. Claims Processing

c/o Kurtzman Carson Consultants LLC

Administrative Expense Claim Form - Official Committee of Unsecured Creditors

Dear Sir or Madam:

2335 Alaska Avenue

El Segundo, CA 90245

Enclosed please find original and one file copy version of an Administrative Expense Claim Form in respect to the claim of LATHAM & WATKINS LLP, as Counsel to the Official Committee of Unsecured Creditors to Delphi Corporation, et al. Southern District of New York Bankruptcy Case Number 05-44481, against Delphi Corporation.

Please time stamp the original and the copy, and return the copy version in the enclosed prepaid FedEx envelope, provided for your conveniences. Thank you for your assistance.

Best regards,

Lauren Gaskill

of LATHAM & WATKINS LLP

Enclosure

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
	DELPHI CORPORATION, et al.)	Case No. 05-44481 (RDD)
	Debtors.)	Taindle Administration d
).)	Jointly Administered

ATTACHMENT TO ADMINISTRATIVE EXPENSE CLAIM FORM OF LATHAM & WATKINS LLP

- 1. Latham & Watkins LLP ("Latham"), counsel for the official committee of unsecured creditors in the above-captioned chapter 11 cases (the "Committee") hereby submits this administrative expense claim (the "Administrative Expense Claim") pursuant to paragraph 38 of this Court's June 16, 2009 Order (A)(I) Approving Modifications to Debtors' First Amended Plan of Reorganization (as Modified) and Related Disclosures and Voting Procedures and (II) Setting Final Hearing Date to Consider Modifications to Confirmed First Amended Plan of Reorganization and (B) Setting Administrative Expense Claims Bar Date and Alternative Transaction Hearing Date (the "Procedures Order"). Latham seeks allowance as an administrative expense all of its fees and expense reimbursements incurred from January 26, 2008 through June 1, 2009 (the "Administrative Expense Claim Period") in representing the Committee.²
- 2. During the Administrative Expense Claim Period, Latham incurred fees and expenses totaling \$4,398,548.75. Of that amount, \$482,272.91 remains unpaid by the Debtors to date. Latham thus seeks payment of \$482,272.91 as soon as practicable.
- 3. After June 1, 2009, Latham has incurred, and will incur, additional fees and expenses for which it will seek payment from the Debtors in the ordinary course of business. However, in accordance with the Procedures Order, Latham has not included such additional fees and expenses in this Administrative Expense Claim. Moreover, Latham's fees and expenses incurred prior to January 26, 2008

¹ By final order dated January 6, 2006, this Court approved the Committee's retention of Latham as its counsel, *nunc pro tunc* to October 17, 2005.

² January 26, 2008 was the day after this Court entered an order confirming the chapter 11 plan of the above-captioned debtors (the "<u>Debtors</u>").

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- 4. During the Administrative Expense Claim Period, Latham advised the Committee in all aspects of the Debtors' chapter 11 cases. Latham's work during this period included, but was not limited to, legal analysis of all significant issues arising in these chapter 11 cases during the Administrative Expense Claim Period, drafting pleadings, advocating for the Committee's positions in Court hearings and during meetings with the Debtors and other parties, conducting discovery and other litigation-related activities in respect of various motions, conducting Committee meetings, meeting with the Debtors and attending Court hearings and chambers conferences, and participating in Court-ordered mediation.
- 5. Latham has delivered invoices (which have been redacted as appropriate) to the Debtors that set forth in detail Latham's fees and expense reimbursements that were incurred during the Administrative Expense Claim Period. Appropriate parties that wish to obtain copies of these redacted invoices may contact Michael Riela at (212) 906-1373.
- 6. Latham reserves the right to amend or supplement this Administrative Expense Claim for any purpose whatsoever, including but not limited to increasing the amount of its claim hereunder, or asserting additional administrative expense claims.
- 7. To the best of Latham's knowledge, no judgment has been rendered on the claims set forth herein.
- 8. All notices and communications concerning this Administrative Expense Claim should be sent to the following addresses:

Robert J. Rosenberg Mark A. Broude Michael J. Riela Latham & Watkins LLP 885 Third Avenue New York, New York 10022 Telephone: (212) 906-1200